

S.A. D'IETEREN N.V.
 VAT BE 0403448140 – Company Register Brussels
 Rue du Mail 50
 B - 1050 Brussels, Belgium
www.dieteren.com

PROXY

The undersigned

First name
Family name
Address

or

Corporate name
Form of corporation
Registered office
 hereby represented by
(family name, first name, title)

holder of shares of S.A. D'Ieteren N.V., with registered office located at 1050 Brussels, rue du Mail 50, registered with the Company Register Brussels under the number 0403448140

grants special powers to :

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in order to be represented at the **extraordinary general meeting** that will take place on **Thursday May 29, 2008 from 3 p.m. onwards**, at the registered office of the company, in order to discuss the agenda herewith attached and to vote on his/her/its behalf in the way indicated hereinafter :

VOTING INSTRUCTIONS (*)

(*) Please indicate your vote by marking the appropriate box

Item 1.1 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Item 1.2 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Item 2.1 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Item 2.2 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain
Item 3 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain	Item 4 <input type="checkbox"/> vote in favour <input type="checkbox"/> vote against <input type="checkbox"/> abstain

If you provide no voting instruction with respect to a proposed resolution,

- (i) the proxy holder will vote in favour of the proposed resolution
- (ii) if the principal has crossed out the indication under (i) above, the proxy holder will vote in the best of interest of the principal, on the basis of their earlier discussions.

In addition, the proxy holder will notably be entitled to:

- (i) participate in all discussions and vote, amend or reject any proposed resolution of the agenda for the account of the principal AND
- (ii) with respect to the above, execute all deeds, minutes, attendance list and, in general, do anything required for this general meeting or any other general meeting held again in the event that the first meeting has been recalled or adjourned with the same agenda.

Pursuant to Article 26 of the Articles of Association, the proxy must be delivered to the company or to the offices of Banque Degroof by May 26, 2008 at the latest. The proxy may also be send by fax to the number + 32 2 536 91 39 within the same time frame, provided that the executed original of such proxy be handed over to the chairman of the ordinary general meeting by the beginning of such meeting at the latest. Failure to comply with these requirements will result in the company not acknowledging the powers of the proxy holder.

In order to attend the meeting, proxy holders will have to prove their identity and powers, and representatives of corporations will have to deliver the documents proving their capacity as corporate representatives or special proxy holders, by the beginning of the meeting at the latest.

Done in, on 2008

Signature (to be preceded with the hand-written words "Good for proxy")

Enclosure: Agenda of the extraordinary general meeting of May 29, 2008

EXTRAORDINARY GENERAL MEETING OF MAY 29, 2008

1. Authorisations regarding the purchase and sale of own shares

- 1.1. Proposal to authorise the Board of Directors to purchase on the stock exchange, according to the provisions of the Company Code, for a period expiring at the date of the Ordinary General Meeting of 2009, a maximum of ten percent of the number of shares issued by the company (i.e. a maximum of 553,026 shares), for a value per share of minimum one euro and maximum ten percent above the average quotation of the last ten days.
- 1.2. Proposal to authorise the subsidiaries of the Company to purchase and sell shares of the S.A. D'Ieteren N.V., according to the articles 627, 628 en 632 of the Company Code, for the period and within the requirements mentioned in 1.1.

2. Authorisations given to Board of Directors concerning the capital defence mechanisms

- 2.1. Proposal to authorise the Board of Directors, for a period of three years, to raise the capital in those circumstances and in accordance with the conditions set out in the sixth paragraph of article *9bis* in the Articles of association in case of a takeover bid on the shares of the Company, and to modify the Articles of association accordingly.
- 2.2. Proposal to authorise the Board of Directors, for a period of three years, to purchase own shares of the Company in the circumstances foreseen in the first paragraph of article *9ter* in the Articles of association in order to prevent the Company from suffering a severe and imminent damage and to modify the Articles of association accordingly.

3. Proxy to the Board of Directors for the execution of the above mentioned resolutions

Proposal to grant the Board of Directors all necessary powers to execute the above mentioned resolutions.

4. Proxy for the co-ordination of the articles of association

Proposal to grant a co-worker of the company "*Berquin Notaires*" all powers to draft the coordinated text of the Articles of Association, sign and file it at the clerk's office at the competent Commercial Court, in accordance with the corresponding legal provisions.

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